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EXHIBIT A
PROPOSED ORDER

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**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION

-and-

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

- ☐ Affects PG&E Corporation
- ☐ Affects Pacific Gas and Electric Company
- ☒ Affects both Debtors

**All papers shall be filed in the Lead Case,
No. 19-30088 (DM)*

Bankruptcy Case
No. 19-30088 (DM)

Chapter 11
(Lead Case)
(Jointly Administered)

**ORDER GRANTING APPLICATION
OF THE OFFICIAL COMMITTEE OF
TORT CLAIMANTS PURSUANT TO 11
U.S.C. § 1103 AND FED. R. BANKR. P.
2014 AND 5002 TO RETAIN AND
EMPLOY CATHY YANNI AS CLAIMS
ADMINISTRATOR *NUNC PRO TUNC*
TO JANUARY 13, 2020 THROUGH THE
EFFECTIVE DATE OF THE
RESOLUTION TRUST AGREEMENT**

Upon the Application, filed February 11, 2020, (the “**Application**”),¹ of the Official Committee of Tort Claimants (the “**TCC**”) of PG&E Corporation and Pacific Gas and Electric Company (collectively the “**Debtors**”) for an order authorizing the retention and employment of Cathy Yanni (“**Ms. Yanni**”) as claims administrator, *nunc pro tunc* to January 13, 2020 and terminating on the effective date of the Trust, pursuant to section 1103(a) of title 11 of the United States Code (the “**Bankruptcy Code**”), and Rules 2014 and 5002 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and this Court having jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, the *Order Referring Bankruptcy Cases and Proceedings to Bankruptcy Judges*, General Order 24 (N.D. Cal.), and Rule 5011-1(a) of the Bankruptcy Local Rules for the United States District Court for the Northern District of California (the “**Local Rules**”); and consideration of the Application and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found and determined that notice of the Application as provided to the parties listed therein is reasonable and sufficient; and it appearing that no other or further notice need be provided; and this Court having reviewed the Application and the Yanni Declaration; and it appearing that the relief requested in the Application is in the best interests of the Debtors, their estates, creditors, shareholders, and all parties in interest; and upon all of the proceedings had before this Court and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Application is approved solely to the extent set forth herein.
2. Ms. Yanni shall be retained as the claims administrator in these Cases, *nunc pro tunc* to January 13, 2020 until and including the effective date of the Trust.
3. Ms. Yanni shall be compensated for fees and reimbursed for reasonable and necessary expenses and shall file monthly fee statements and interim and final fee applications for the allowance of compensation for services rendered and reimbursement of expenses incurred in accordance with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local

¹ Capitalized terms used but not otherwise herein defined shall have the meanings ascribed to such terms in the Application.

1 Rules, the order entered by this Court on February 28, 2019 establishing the procedures for interim
2 compensation and reimbursement of expenses of professionals (Dkt. No. 701), the *United States*
3 *Bankruptcy Court Northern District of California Guidelines for Compensation and Expense*
4 *Reimbursement of Professionals and Trustees*, effective February 19, 2014, and the *U.S. Trustee*
5 *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed*
6 *Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*, effective November 1, 2013, the
7 Notice of Filing of Parties' Revised Fee Examiner Protocol (Dkt. No. 4473), and any other order
8 of the Court.

9 4. Notwithstanding anything to the contrary in the Application, Ms. Yanni shall not
10 seek reimbursement for any fees or costs arising from the defense of any of Ms. Yanni's monthly
11 fee statements or fee applications in these Cases. Approval of the Application shall not alter the
12 result dictated by the holding in *Baker Botts L.L.P. v. ASARCO LLC*, 135 S. Ct. 2158, 2169 (2015)
13 and its construction of 11 U.S.C. § 330(a)(1).

14 5. There shall be no limitation of liability in connection with this engagement.

15 6. To the extent that there may be any inconsistency between the terms of the
16 Application and this Order, the terms of this Order shall govern.

17 7. Notwithstanding anything to the contrary in the Application, Ms. Yanni's allowed
18 compensation shall have the same priority as the allowed professional fees and expenses of other
19 professionals retained in the Cases.

20 8. The relief granted herein shall be binding upon any chapter 11 trustee appointed in
21 the Cases, or upon any chapter 7 trustee appointed in the event of a subsequent conversion of the
22 Cases to cases under chapter 7.

23 9. Ms. Yanni is authorized to retain, subject to court approval (which Ms. Yanni shall
24 be authorized to seek), pursuant to sections 105(a) and 1103(a) of the Bankruptcy Code, such
25 appropriate professionals as she may deem necessary to assist her in the performance of her
26 services as set forth in the Application and such retention may be authorized to be *nunc pro tunc*
27 to the day such professional began work for Ms. Yanni as proposed claim administrator.

1 10. The TCC is authorized to take all steps necessary or appropriate to carry out this
2 Order.

3 11. This Court shall retain jurisdiction to hear and determine all matters arising from
4 or related to the implementation, interpretation, or enforcement of this Order. For the avoidance
5 of doubt, during the pendency of these Cases, this Court shall have exclusive jurisdiction over the
6 approval of fees due and owing to Ms. Yanni for this retention.

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8 ** END OF ORDER **
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